

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: Methyl Tertiary Butyl Ether ("MTBE") :  
Products Liability Litigation :

**Master File No. 1:00-1898  
MDL No. 1358 (VSB)  
M21-88**

This Document Relates To: :  
*Orange County Water District v. Unocal* :  
*Corporation, et al.*, Case No. 04 Civ. 4968 :  
(VSB) :

The Honorable Vernon S. Broderick

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**DECLARATION OF MATTHEW T. HEARTNEY IN SUPPORT OF THE BP AND  
SHELL DEFENDANTS' OPPOSITION TO PLAINTIFF ORANGE COUNTY WATER  
DISTRICT'S "MOTION TO REMAND" PHASE I CLAIMS AND REQUEST FOR A  
SCHEDULING ORDER**

I, Matthew T. Heartney, declare:

1. I am a partner in the law firm of Arnold & Porter Kaye Scholer LLP, attorneys of record for Defendants Atlantic Richfield Company, BP Products North America Inc., and BP West Coast Products LLC (the “BP Defendants”) in the above-captioned action. I am fully familiar with the facts and circumstances surrounding this action, and I could and would testify to their truth if I were properly called upon to do so. I offer this declaration in support of The BP And Shell Defendants’ Opposition To Plaintiff Orange County Water District’s “Motion to Remand” Phase I Claims And Request For A Scheduling Order.<sup>1</sup>

2. Attached hereto as Exhibit 1 is a true and correct copy of the BP and Shell Defendants’ proposed Case Management Order for further proceedings.

3. Attached hereto as Exhibit 2 is a true and correct copy of the slip opinion issued by the United States Court of Appeals for the Second Circuit in this matter.

4. Attached hereto as Exhibit 3 is a true and correct copy of Plaintiff Orange County Water District’s Responses In Opposition To BP And Shell Defendants’ Local Rule 56.1 Statement In Support Of Motion For Summary Judgment Based On *Res Judicata* And Plaintiff Orange County Water District’s Local Rule 56.1 Statement In Support Of Its Opposition To BP And Shell Defendants’ Motion For Summary Judgment Based On *Res Judicata*.

5. Attached hereto as Exhibit 4 is a true and correct copy of pertinent excerpts of the Orange County Water District’s Budget Report for Fiscal Year 2017-2018.

6. Attached hereto as Exhibit 5 is a true and correct copy of pertinent excerpts of the Orange County Water District’s Draft Budget Report for Fiscal Year 2015-2016.

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<sup>1</sup> The “Shell Defendants” are Shell Oil Company, Equilon Enterprises LLC, and Texaco Refining and Marketing Inc.

7. Attached hereto as Exhibit 6 is a true and correct copy of pertinent excerpts of the Orange County Water District's Press Kit.

8. Attached hereto as Exhibit 7 is a true and correct copy of pertinent excerpts of the Orange County Water District's Budget Report for Fiscal Year 2017-2018.

9. Attached hereto as Exhibit 8 is a true and correct copy of the Orange County Grand Jury's report entitled, *"Let There Be Light": Dragging Special Districts From The Shadows*.

I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: August 8, 2017

Respectfully submitted,

  
MATTHEW T. HEARTNEY

Counsel for Defendants Atlantic Richfield  
Company, BP Products North America Inc., and  
BP West Coast Products LLC